

**Before The
FEDERAL COMMUNICATIONS COMMISSION
Washington, D. C. 20554**

In the matter of:)	
)	
Policies To Promote Rural Radio)	MB Docket No. 09-52
Service and To Streamline Allotment)	RM-11528
and Assignment Procedures)	

To: The Secretary

REPLY TO OPPOSITION OF RADIO ONE *ET AL.*

William B. Clay ("Clay") responds to the pleading of Radio One *et al.* (the "Joint Parties") filed January 5, 2012, the due date for oppositions to petitions for reconsideration of the *Second Report and Order* in the captioned proceeding, released March 3, 2011 (26 FCC Rcd 2556; "2nd R&O"). The Joint Parties' pleading responds, *inter alia*, to Clay's *Petition for Reconsideration* ("Petition") filed May 6, 2011.

I. The Opposition is either fatally defective or untimely.

1. The Joint Parties' pleading ("Opposition") is styled "Comments in Response to Petitions for Reconsideration." It does not oppose any specific argument of any particular petition for reconsideration, nor is it accompanied by a certificate of service upon any petitioner, Commission Rule 1.429(f). Its title, its content, and the apparent omission of service upon any opposing petitioner might qualify it as a comment or supplement to petition for reconsideration, but both are long since untimely. It should be dismissed without further consideration.

2. The Opposition recapitulates the arguments of specific petitioners for reconsideration with whom the Joint Parties agree (§§ 4-5) and broadly objects to the Commission's new Section 307(b) policies, but Clay is the only named petitioner against whom it expresses disagreement. Clay therefore responds despite the Opposition's disqualifying defects as a formal Opposition.

II. The Joint Parties misstate the arguments of Clay's *Petition for Reconsideration*.

3. The Opposition states without citation, “[Clay] believes that no community, urban or rural, should presume to be entitled to a first local service preference” (§ 6). That is false. First, local service allotment preferences are not granted to communities, but to *proposed broadcast facilities*, based upon their technical properties and consequent population coverage.

4. Second, Clay does not wish to deprive communities of local service; rather, he seeks to block licensees’ vacuous claims that a proposed facility will provide meaningful local service when there is no evidence that this benefit will be realized and there are irresistible economic incentives for it *not* to be. Clay pleads for policy going forward to ensure that *any* applicant hoping to enjoy the permanent “trump card” advantage of a local service allotment preference be required, by strong and durable incentives in the Rules, to actually provide meaningful local transmission service *to the community in whose sole name it seeks that benefit*.

III. Deregulatory changes over the last 30 years *force* the Commission to change course.

5. A principal hoped-for effect of the new policy that the Opposition protests is to restore some rigor in how the Commission grants valuable channel allotment preferences to proposals that claim to provide “local service.” The 1989 adoption of §1.420(i), fortified in January 2007 by a “streamlined” allotment process, often gives incumbent licensees an exclusive claim to this valuable preference. The Commission’s analysis confirms this privilege has been widely abused.

6. The Opposition asks, “Why has the Commission decided to take this action after 30 years of favoring local service?” then claims that there is “no fundamental difference” between the Commission’s new policy and the decisional standard it rejected 30 years ago (§ 1). This argument is founded on the absurd pretense that nothing else changed in 30 years. The regulatory safeguards that encouraged and implicitly defined “local service,” arguably making the old standard redundant, have since been abolished. They include:

- Studios and program origination required in communities *of license*.
- Local staff attendance required for station operation and programming.
- Licensees required to formally ascertain and serve community needs.
- Competition for changes in community of license (2nd R&O, ¶ 28).

7. The courts have spoken of a paramount need not to ignore such salient changed circumstances. When a pair of 1992-1993 cases, *Bechtel I and II*, compelled the Commission to radically overhaul its broadcast licensing selection criteria and process, the Court admonished, “... it is settled law that an agency may be forced to reexamine its approach ‘if a significant factual predicate of a prior decision ... has been removed.’ ”¹

8. “Local service” allotment preferences became an empty charade with the wholesale repeal of facilities and service requirements, the primary force endowing such service with any new or different public interest outcome. Local studios and program origination likewise followed those policies into oblivion. It would be reckless of the Commission *not* to alter its policies in the face of these changes, which were not merely known to the Commission but which it pro-actively initiated, one by one. Admittedly, sunset of some Rules may have reduced regulatory burdens, improved efficiency, and brought other benefits. But that does not create a reason to march on with an important allotment preference that assumes those Rules to be in place long after their interment.

IV. No one has shown that community changes *per se* yield meaningful “local service.”

9. The policies Clay advocates might amount to “[causing] the Commission to doubt the sincerity of the applicant proposing to provide service to a particular community” (Opposition p. 5, ¶ 6), but administrative law requires that Commission decisions be justified upon rational grounds. Perhaps anything that might reduce profitability will hurt the feelings of these sensitive

¹ *Bechtel v. FCC*, 957 F.2d 873, 881 (DC Cir, 1992), citing *WWHT v. FCC*, 656 F.2d 807, 819 (DC Cir, 1981).

licensees. Nonetheless, “sincere” but self-serving claims of incumbent licensees cannot rationally support the grant of a valuable allotment preference where the Commission possesses no relevant evidence that any licensee would be required, or would even care from a business standpoint, to provide the “local service” by which that preference is solely justified.

10. Experience with increasingly deregulated broadcasting shows that licensees often provide no distinctive and meaningful “local service” to communities *of license* that are a small fraction of their audience, even if the community is “I.D.ed” at the top of the hour, singly or in a string of place names. Advocates of more rigorous criteria for local service preference grants have repeatedly provided evidence that many “local service” claims are regulatory fairy-tales utterly divorced from the service provided by the radio stations that benefit from the fiction.²

11. The Joint Parties and other proponents of the liberal policies of the recent past have had ample opportunity – including the present opposition period – to factually contradict this evidence, but have not done so. Despite the mountain of relevant but proprietary data available to them, the Joint Parties and their peers have left a vacuum where they might have buttressed their arguments. Arbitron and others regularly provide their broadcast industry clients with data on the coverage and market impact of their and their competitors’ programming. Still, no one has come forward with any showing that communities *of license* generally received meaningful “local transmission service” subsequent to the roughly 1,000 community changes granted since 1989.³ This silence strongly suggests that there is simply no factual support for such a claim. In any case, the Joint Parties advocate that the Commission blindly credit nearly any licensee’s claim that it will provide “local service” to virtually any licensable village or hamlet proposed as

² See *Comments* of Prometheus Radio Project and Nat’l. Fed. of Community B’casters (pp. 4-5 and Att. A) and of William B. Clay (¶¶ 14-17, 27-29, and Exh. C; “*Clay Comments*”), filed July 13, 2009 in the this proceeding.

³ It was in 1989 that the Commission adopted § 1.420(i), the first opportunity for incumbent radio broadcast licensees to change community of license without competition from other applicants for their channel allotment.

a new community of license,⁴ ignoring uncontradicted evidence regarding actual motives and actual patterns of service delivery on the record of this rule making and its predecessor.

V. The Joint Parties misunderstand or obfuscate the Urbanized Area designation.

12. The Opposition misconstrues how communities are combined into Urbanized Areas:

... the Media Bureau refused to afford a first local service preference to Aloha, Oregon (pop. 41,741 [2000 Census]) due to its location within an Urbanized Area [Portland OR]. ... Aloha is nearly large enough to be the central city in an Urbanized Area by itself. If it qualified as an Urbanized Area (with only 575 more population [than its 2010 Census population]), then Aloha *would have been entitled* to a first local service under Priority 3. (¶ 7, p. 6, citations omitted; emphasis added)

13. The Joint Parties seem to believe that when Aloha grows to 50,000 residents, it will be removed from the Portland Urbanized Area (“UA”) and become an independent UA. That is incorrect. Urbanized Area boundaries are principally determined by contiguity and the degree of interaction among an area’s various urban cores; municipal boundaries are essentially irrelevant.⁵ The Portland, OR-WA UA (2000) included four large cities besides Portland: Vancouver (pop. 143,560), Gresham (pop. 90,205), Beaverton (pop. 76,129), and Hillsboro (pop. 70,186). Aloha, an unincorporated area sandwiched between Beaverton and Hillsboro, was the next community in order of population. Even if Aloha grows substantially, it will remain within the Portland UA.

14. This misunderstanding is amplified on the next page:

... there are numerous communities near 50,000 population which do not yet qualify as the central city in an Urbanized Area but may be able to achieve that status in the very near future. Once the community reaches 50,000 population, it will then be eligible for Urbanized Area status and receive a priority 3 preference for first local service. (¶ 7, p. 7)

15. Growth that qualifies a region as a UA does *not* automatically make its communities “eligible ... [to] receive a priority 3 preference.” The 2nd R&O states:

4 The Joint Parties concede that more stringent criteria might be reasonable for top 100 Arbitron markets (p. 7, ¶ 7), but the Opposition seems to prefer a return to former policy under which the *Tuck* community independence test was, in most cases, effectively the sole criterion for a preference grant. This hurdle was easily cleared by nearly any facility for which frequency spacing rules did not block “move-in” to a larger nearby market.

5 *Urban Area Criteria for the 2010 Census*, 76 FR 53030 (“UA Criteria”), August 24, 2011, 53040-53041.

... [a] proposal for a community located within an urbanized area, that would [cover] 50 percent or more of an urbanized area, or that could be modified to provide such coverage, will be presumed to be a proposal to serve the urbanized area rather than the proposed community. (§ 30, adapted to FM community changes by §35 and § 38)

16. The policy does not turn on whether a community is a central city of a UA.⁶ Rather, proposals for facilities licensed to communities that are part of a UA are presumed proposals to serve the whole UA. Whether a proposal can then obtain a Priority 3 preference for claiming to provide “first local service” is determined through a secondary analysis of the sum of full-power radio broadcast services (or rather, lack thereof) licensed to any component of the UA. Crossing the population threshold of 50,000 does not suddenly cleave a community from a UA in which it may be embedded, and thus does not free it from the strong and valid assumption that its residents are beneficiaries of other broadcast services within the UA. Moreover, if a community that is not embedded in a UA achieves independent UA status, there is no impact whatever upon its own eligibility as the object of a local service preference.

17. Thus, the Joint Parties’ professed alarm at arbitrary distinctions arising from the Commission’s “urbanized area service” presumption seems to stem from misunderstanding – or from a desire to obfuscate. Their explanation of that alarm is, however, illuminating.

VI. The Joint Parties’ tabulation shows that major markets are their real service objective.

18. The Joint Parties list 13 small “underserved” UAs (p. 7) as examples of how the new UA-based policy ostensibly impacts such areas.⁷ Because 11 of the Joint Parties’ 13 example UAs are very near larger UAs,⁸ “local service” to those UAs by any FM facility more powerful

6 The 2010 Census abolished the designation of “central places” within UAs. *2010 Census Summary File 1*, United States Census Bureau, June 2011, p. A-25, item “Central Places.” See also, *UA Criteria*, p. 53036.

7 Attached Exhibit A shows that each of these UAs is, by the Commission’s criterion, “abundantly served” (at least 5 aural services, AM or FM). **At least seven protected FM reception services cover the entirety of each of the Joint Parties’ 13 sample UAs.** The median UA is completely covered by 13 protected FM services. The least-served portion of the least-served UA (Lady Lake FL) is covered by eight protected FM services; a portion of the most-served UA (McKinney TX) is covered by 39 protected FM services. (Clay cannot evaluate AM coverage.)

8 See Exhibit B. 11 of the 13 sample UAs are **less than 12 km.** (8 mi.) from a larger UA. Nearby UAs total at least quadruple the population of each sample UA. The largest UA is 76 times the size of its smaller neighbor.

than Class A⁹ would unavoidably cover a much larger population in one or more nearby UAs. Moreover, FM spectrum congestion in most of these locations makes such service possible only if an incumbent licensee relocates its existing FM service away from some other community.

19. As noted above, there is no rational basis for a blanket presumption that communities like these will receive distinctive benefit from new “local service,” regardless of demonstrated community need. In at least 85% of the Joint Parties’ example UAs, an FM facility more powerful than Class A would have compelling economic incentives to serve a larger market. The Joint Parties suggest no incentive (other than “sincerity”) to provide distinguishable service to communities *of license* like the “underserved” UAs they are purportedly concerned about.

VII. “Overwhelming” opposition arises out of self-interest, not the public interest.

20. The Joint Parties state that the parties to this rule making were “overwhelmingly against” the new policy (p.2, introduction). That is hardly dispositive; visions of increased revenue and property values are powerful motivators. In virtually any regulatory setting, those who may profit from changes participate far more intensely than the public at large or than possible new entrants who are not yet actual stakeholders, but whose ability to acquire stations in the larger markets is progressively undermined by policies such as these, almost always crafted to favor incumbents. Broadcasters’ self-interest is not necessarily at odds with the public interest, but the principal public interest benefit that the Joint Parties say is hindered by the Commission’s policy changes – “local service” – has become a wooden-doll idol, the existence of which has not been shown by any quantitative evidence. The Administrative Procedure Act requires that Commission decisions be based on rational and clearly-articulated grounds, not popularity contests among self-selected groups of commenting parties.

⁹ Exhibit C shows that a Class A facility geographically centered on a Joint Parties sample UA *would* have a compelling economic incentive to distinctively serve the UA in at least 10 of the 13 cases the Opposition presents. The remaining three (Manteca CA, McKinney TX, and Lee’s Summit MO) are so near larger markets that they may be unlikely to attract distinctive service from any full-power facility.

21. As for the other public interest benefits that the Opposition trumpets (*e.g.*, increased minority ownership and programming diversity), the 2nd R&O notes that no substantial evidence of such benefits was presented during the rule making comment period (§ 25). The Opposition does not rectify that omission. Common sense would suggest that loosening Rules that contain the migration of incumbent stations to large metros would deter such entry, not facilitate it.

22. The Joint Parties state that only a 7.5% minority of recent community changes were to UAs (§ 3), but then they exaggerate the arbitrary effect of a UA designation under the new policy. Their detailed focus on small UAs that are very near (and in some cases, surrounded by) larger UAs confirms the obvious: the purported desire to provide “local service” to “underserved” communities is often aimed at the more profitable major markets nearby.

VIII. The new policy is dangerously vulnerable to judicial challenge.

23. The Opposition’s attack on the arbitrary effect of a UA designation under the new policy (*e.g.*, p. 6, § 6) underscores the policy’s vulnerability to attack in the courts. The Commission has a history of valiant but ultimately unsuccessful efforts to defend such distinctions.¹⁰ The 2nd R&O essentially assures us, “This time is different!” (§§ 28-29). But at least one thing hasn’t changed: in urban markets – the most contested ones – the criteria for awarding allotment preferences (UA status and a compelling community need) are independent of the incentives that shape the service a licensee provides. *Bechtel* shows where such policies lead. The Commission should reconsider the UA/non-UA distinction upon which its new policy is based and replace it with an approach that presumes a facility will render meaningful service to the largest community, UA, or named collection of communities that a facility covers.

24. Exhibit C shows such a policy could effectively implement the Commission’s Section 307(b) obligations in even the thorniest cases: communities just outside major markets.

¹⁰ See *Clay Comments*, §§ 18-25.

Coverage-based criteria for awarding local service preferences would allow an applicant who genuinely wishes to serve such a community and who designs a suitable facility to honestly seek a “local service” preference in at least 75% of the locations in the Opposition sample of 13 UAs. Conversely, at communities like McKinney (Dallas-Ft. Worth) or Lee’s Summit (Kansas City), even a Class A facility is unlikely to satisfy coverage-based criteria. Claims that a new facility will provide “local service” to such communities fly in the face of both reason and experience.

25. Allotment preferences are far more likely to distribute service effectively and survive the legal challenges that doubtless lie ahead when they are based upon criteria proven to strongly and directly shape facilities’ service and are durably aligned with licensees’ financial interests.

IX. One more time: a final plea.

26. It is now a decade since Clay first encountered the talismanic power of the incantation, “first local service,” when uttered by the wizards of the Telecommunications Bar. Petitioner Clay is a private citizen who enjoys local radio stations in the rural areas where he hikes and bikes and hoped that they could continue to inform him and others of local events, businesses, news, weather, and public safety information, just as they did for the last half of the 20th century. That magic incantation, “first local service,” he discovered, usually signifies nothing more than a chapter from some insiders’ administrative Mother Goose. As applied, it uproots long-established community institutions, teleports them tens or even a hundred miles or more, and sets them down in new urban markets with different facilities, different programming, different staff, and often different owners. This process destroys some of the last vestiges of the principle that broadcast licenses are a public trust, not private property.

27. In these ten years, Clay has learned much about Federal administrative law, Census Bureau geography and demography and, not least, FCC Rules, policies, and procedures. The phrase “regulatory agency capture” has grown from being a vague notion occasionally seen in

commentaries into a visceral understanding of how ongoing day-to-day relationships work to dilute agencies' clout. It's been entertaining, educational, revealing, and ... mostly unsuccessful.

28. This rule making may be the last opportunity to preserve any remnant of the local broadcasting that formed the "public square" of small and medium-sized communities for more than half a century. One last time, Clay respectfully asks the Commission to re-examine the weakness of its new policies, which the Joint Parties' Opposition, despite its errors, highlights so clearly. Please reconsider the advantages of awarding local service allotment preferences pursuant to *universal* criteria that turn exclusively upon the population and community coverage of proposed facilities, not on artificial, readily attacked distinctions between urban vs. rural or easily gamed showings of purported community independence and community need – and surely not based on undefined, unmeasurable, and unenforceable licensee obligations of "local service."

29. Clay wishes the Commission and its staff every success in fairly balancing licensees' need to thrive economically with the public's need for ubiquitous, *locally-focused* radio service, as Congress mandated so long ago when, with foresight and fairness, it adopted Section 307(b).

Respectfully submitted,
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Exhibit A

FM Coverage of Smaller Urbanized Areas Characterized by the Joint Parties as “Underserved” For explanation of content, see text, ¶ 18 and footnote 7.

row	UA name	UA pop	local svcs	min prot FM	max prot FM	FM full cover	FM facilities fully covering UA with protected service
1	Cleveland, TN	58,192	3	14	22	13	WLLJ (7932), WUSY (12315), WKXJ (14735), WSKZ (54525), WCLE-FM (55099), WDEF-FM (57827), WSMC-FM (61269), WSAA (63493), WYBK (65216), WMBW (66021), WUTC (69325), WQMT (70782), WDOD-FM (71351)
2	Hazleton, PA	51,746	2	12	18	8	WBSX (133), WAEB-FM (14372), WKRZ (34379), WGGY (36202), WIFY (39605), WVIA-FM (49436), WAVT-FM (53133), WMGS (70880)
3	Hinesville, GA	50,360	3	14	14	14	WYFS (5163), WTHG (7816), WQBT (8594), WGO (11674), WSVH (23926), WLPT (23953), WZAT (25549), WLVI (31094), WJCL-FM (37178), WAEV (50403), WIXV (54799), WSGA (64428), WOA (64632), WEAS-FM (71366)
4	Lady Lake, FL	50,721	0	8	13	7	WMFQ (3058), WKSG (9714), WOCL (10138), WCFB (10343), WOGK (49962), WMGF (51981), WJHM (73137)
5	Lee's Summit, MO	55,285	1	21	22	20	KMXV (2446), KMBZ-FM (2449), KLRX (4933), KZPT (6379), KCMO-FM (6385), KLJC (8401), WDAF-FM (8609), KCKC (11279), KCUR-FM (14738), KCFX (27021), KCHZ (33332), KMJK (33713), KFKF-FM (34431), KPRS (35495), KKFI (41857), KBEQ-FM (48961), KRBZ (57119), KWJC (72478), KQRC-FM (74101), KCJK (87565)
6	McKinney, TX	54,525	1	30	39	28	KRLD-FM (1087), KLT (2809), KZPS (6378), KSOC (6386), KWRD-FM (6560), KDGE (9620), KBFB (9627), WRR (11451), KCBI (14524), KZMP-FM (15854), KEGL (18114), KHKS (23084), KVIL (28624), KLAK (36265), KEOM (41307), KHYI (41328), KLNO (41380), KDMX (47739), KPLX (54675), KESS-FM (57376), KESN (58265), KKDA-FM (59702), KJCK (63779), KLUV (67195), KNTU (69003), KSCS (71201), KVRK (76285), KTXG (77544)
7	Manteca, CA	51,176	1	10	15	8	KQOD (9134), KATM (11239), KHK (11240), KHOP (52528), KMIX (60420), KYCC (63464), KUOP (69157), KLV (69685)
8	Monessen, PA	56,508	0	21	27	17	WPGB (18511), WDSY-FM (18525), KDKA-FM (20350), WBZZ (20351), WKVE (32210), WYEP-FM (52745), WQED-FM (54002), WSHH (55709), WORD-FM (58627), WDVE (59588), WWSW-FM (59968), WDX-FM (60153), WKST-FM (65678), WOGG (65709), WVAQ (71677), WRRK (72333), WLTJ (73889)
9	Monroe, MI	53,153	3	14	28	11	WRIF (11278), WIOT (19628), WKKO (22673), WWW-FM (41080), WVKS (48964), WMXD (59596), WDTW-FM (59952), WRVF (62188), WGTE-FM (66287), WDET-FM (71189), WUZZ (73298)
10	Morristown, TN	54,368	3	11	16	8	WIVK-FM (16890), WWST (29727), WMXK (48752), WNOX (49923), WAEZ (54601), WJXB-FM (61040), WIMZ-FM (61046), WUOT (69161)
11	Petaluma, CA	59,958	1	22	28	19	KMVQ-FM (1084), KOIT (6380), KLLC (9624), KFRC-FM (20897), KFGY (22879), KHTH (22890), KDFC (27946), KIOI (34930), KMEL (35121), KQED-FM (35501), KVRV (51218), KPFA (51246), KFOG (54770), KZST (55430), KMHX (55967), KISQ (59964), KYLD (59989), KOSF (65484), KUZ (65486)
12	Tracy, CA	59,020	2	11	19	10	KATM (11239), KHK (11240), KMEL (35121), KPFA (51246), KMIX (60420), KKIQ (67818), KBRG (68839), KUOP (69157), KLV (69685), KAIS (92062)
13	Zephyrhills, FL	53,979	1	16	19	13	WUV (1178), WXTB (11274), WRBQ-FM (11943), WKES (19871), WMTX (23078), WPCV (25872), WQYK-FM (28619), WFLZ-FM (29732), WLLD (51987), WFUS (63984), WPOI (66013), WUSF (69122), WWRM (74200)

Exhibit B

Major Market Adjacency of Smaller Urbanized Areas Characterized by the Joint Parties as “Underserved”

For explanation of content, see text, ¶ 18 and footnote 8.

row	UA name	UA pop	sep (km)	pop ratio	neighbor UA	neighbor UA pop
1	Cleveland, TN	58,192	9.2	1 : 6	Chattanooga, TN--GA	343,509
2	Hazleton, PA	51,746	4.3	1 : 7	Scranton, PA	385,237
3	Hinesville, GA	50,360	31.0	1 : 4	Savannah, GA	208,886
4	Lady Lake, FL	50,721	0.2	1 : 2	Leesburg--Eustis, FL	97,497
			1.3	1 : 2	Ocala, FL	106,542
5	Lee's Summit, MO	55,285	0.6	1 : 25	Kansas City, MO--KS	1,361,744
6	McKinney, TX	54,525	1.1	1 : 76	Dallas--Fort Worth--Arlington, TX	4,145,659
7	Manteca, CA	51,176	1.3	1 : 6	Stockton, CA	313,392
			4.5	1 : 6	Modesto, CA	310,945
8	Monessen, PA	56,508	13.7	1 : 1	Uniontown--Connellsville, PA	58,442
			1.2	1 : 31	Pittsburgh, PA	1,753,136
9	Monroe, MI	53,153	4.2	1 : 9	Toledo, OH--MI	503,008
			6.7	1 : 73	Detroit, MI	3,903,377
10	Morristown, TN	54,368	20.0	1 : 8	Knoxville, TN	419,830
11	Petaluma, CA	59,958	0.6	1 : 5	Santa Rosa, CA	285,408
			6.6	1 : 4	San Rafael--Novato, CA	232,836
12	Tracy, CA	59,020	11.8	1 : 5	Stockton, CA	313,392
13	Zephyrhills, FL	53,979	5.3	1 : 38	Tampa--St. Petersburg, FL	2,062,339
			10.2	1 : 4	Lakeland, FL	199,487

Notes:

1. Row numbers refer to the Opposition tabulation, p. 7, source of columns 2 and 3.
2. “sep (km)” is the kilometer distance between Census 2000 UA pairs at their nearest points.

Exhibit C

Hypothetical Urbanized Area Coverage of a Class A Facility Located at UA Centroids

of Smaller Urbanized Areas
Characterized by the Joint Parties as “Underserved”

For explanation of content, see text, ¶¶ 18-19, ¶ 24 and footnote 9.

row	UA name	UA pop	hypothetical Class A City Grade covered pop	UA % of covered pop	largest covered community	covered pop in community
1	Cleveland, TN	58,192	86,442	67.3	Cleveland	54,821
2	Hazleton, PA	51,746	75,865	68.2	Hazleton	27,189
3	Hinesville, GA	50,360	57,764	87.2	Hinesville	33,647
4	Lady Lake, FL	50,721	95,354	53.2	Lady Lake	13,909
5	Lee's Summit, MO	55,285	285,464	19.4	Kansas City	182,834
6	McKinney, TX	54,525	210,159	25.9	Plano	174,802
7	Manteca, CA	51,176	157,940	32.4	Stockton	65,148
8	Monessen, PA	56,508	135,922	41.6	Jefferson Hills	15,572
9	Monroe, MI	53,153	81,632	65.1	Monroe	38,221
10	Morristown, TN	54,368	73,749	73.7	Morristown	48,741
11	Petaluma, CA	59,958	151,946	39.5	Petaluma	59,383
12	Tracy, CA	59,020	71,657	82.4	Tracy	59,313
13	Zephyrhills, FL	53,979	75,252	71.7	Zephyrhills	30,670

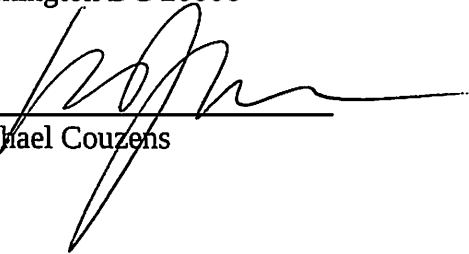
Notes:

3. Row numbers refer to the Opposition tabulation, p. 7, source of the UAs and their population.
4. Coverage is based on the nominal Class A city-grade service radius of 16.2 km.
5. Calculations do not include terrain correction.
6. Calculations do not reflect any evaluation of site or channel availability.
7. Coverage shown would comply with §73.315(a), the “community coverage rule,” for the entire territory of each urbanized area except at row 10 (Morristown is an especially elongated UA).
8. Population coverage calculation granularity: Census 2000 block group urban/rural fractions.

Certificate of Service

I hereby certify that on this day of January 17, 2012, I caused to be sent by first-class mail, postage pre-paid, a true copy of the foregoing *Reply to Opposition* to:

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Michael Couzens